

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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STEPHEN M. WILSON, *et al.*,

Case No: 07-Civ-6176

Plaintiffs,

-v.-

IMAGESAT INTERNATIONAL N.V., *et al.*,

Defendants.
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**DECLARATION OF IZHAK NISSAN IN SUPPORT OF
MOTION TO DISMISS**

Izhak Nissan declares, pursuant to 28 U.S.C. § 1746:

1. I make this declaration in support of my motion to dismiss the complaint in the above-captioned action for lack of personal jurisdiction. The following statements are based upon my personal knowledge.

2. I was a director at ImageSat International N.V. ("ImageSat") from March 2000 to March 2002.

3. I am a citizen of Israel, residing in Tel Aviv, Israel.

4. I am not a citizen or resident of the United States.

5. I was born in Tel Aviv, Israel and have resided in Israel for 55 years.

6. My native language is Hebrew.

7. I served in the Israeli army.

8. I have never resided in the State of New York.

9. I do not rent or own any real property in the State of New York.

10. I do not own a bank account registered or located in the State of New York or anywhere else in the United States.

11. I do not have a mailing address in the State of New York or anywhere else in the United States.

12. I do not have a telephone number (land or cell) in the State of New York or anywhere else in the United States.

13. To the best of my knowledge, I have traveled to the State of New York only one to two times in the past five years. Once, I traveled to Rome, New York to visit the facilities of Empire Aero Center which is a subsidiary of Israel AeroSpace Industries, Ltd. ("IAI").

14. In late 2006, I met with Craig Cogut of Pegasus Advisors in New York regarding the then-threatened lawsuit by plaintiffs. I have made a total of ten visits to the United States in the past five years. These visits were not related to ImageSat but related to separate IAI business. To the best of my recollection, only one of my visits to the United States – an August 2002 visit to Tuscan, Arizona for meetings with Ratheon – overlapped with my tenure as a director or officer of ImageSat.

15. I do not conduct any personal business in the State of New York.

16. I have not attended any ImageSat Board of Directors meetings in the State of New York.

17. I did not attend any meetings in the State of New York in connection with any of the agreements referenced in the complaint. I did not have any involvement in the preparation or negotiation of most of those agreements.

18. As best I can recall, I did not email or telephone anybody in the State of New York in connection with any of the negotiation or execution of the agreements referenced in the

complaint.

19. I was not involved in the preparation of the Initial Public Offering of ImageSat stock on the NASDAQ for the anticipated IPO.

20. I did not attend meetings in the State of New York in connection with the planned IPO.

21. I was not involved in the preparation, review, or filing of the F1 registration filing with the Securities and Exchange Commission in connection with the planned IPO.

22. I did not attend any meeting in the State of New York in connection with the F1 registration for the planned IPO.

23. I did not participate in any meeting with Stephen Wilson in the State of New York regarding the alleged Venezuela opportunities as referred to in the complaint.

24. I was not involved in the negotiation of any Satellite Operating Partner ("SOP") agreements in the State of New York.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on October 14 2007 at TEL AVIV, Israel


Izhak Nissan